

16.9 No Agency. Each fiduciary or Named Fiduciary performs (or fails to perform) its responsibilities and duties or discretionary authority with respect to the Plan and Trust as an independent contractor and not as an agent of the Plan, any Employer, the Trust, or Investment Committee. No agency is intended to be created nor is the Investment Committee empowered to create an agency relationship with a fiduciary or Named Fiduciary.

16.10 Allocation to Named Fiduciary. The Appointing Officer, acting on behalf of the Company or as a Named Fiduciary, as applicable, may identify another Named Fiduciary, or allocate to another Named Fiduciary, fiduciary responsibilities in accordance with the procedures in the Plan; provided, such identification or allocation is not binding on the Trustee unless the Trustee is given written notification of such identification or allocation in accordance with the terms of this Trust.

16.11 Delegation to Fiduciary. The Investment Committee, acting as a Named Fiduciary, or another Named Fiduciary, may delegate fiduciary responsibilities to a fiduciary in accordance with the procedures in the Plan and, if applicable, other provisions of this Trust; provided, such delegation is not binding on the Trustee unless the Trustee is given written notification of such delegation in accordance with the terms of this Trust.

16.12 The provisions of this Article 16 replace or supersede any provisions dealing with Trust governance contained herein or the power and authority of the Company or its Designated Officers or Committees with respect to the Trust.”

11. Effective January 1, 2005, by substituting the following for Exhibit A of the Trust:

“EXHIBIT A

The Plans participating in the Trust as of January 1, 2005:

BP Employee Savings Plan
BP Partnership Savings Plan
BP DirectSave Plan
BP Capital Accumulation Plan
BP Employee Savings Plan of Puerto Rico”

12. Effective September 30, 2004, by substituting the following for Exhibit B of the Trust:

“EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund

Bond Index Fund - Long Duration

Bond Index Fund - Short Duration

Income Fund (frozen – closed to new investments)

Hybrid

Balanced Index Fund – Aggressive

Balanced Index Fund – Conservative

Balanced Index Fund – Moderate

Large Cap

Equity Index Fund

Equity Index Fund – Growth

Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund

Small-Cap Equity Index Fund – Growth

Small-Cap Equity Index Fund – Value

International

International Equity Index Fund

International Equity Index Fund – Europe

International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio

Spartan U.S. Treasury Money Market Fund

Bond Funds

Intermediate-Term Government

Fidelity Government Income Fund
Strong Government Securities Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust

Long-Term Government

PIMCO Long-Term U.S. Government Fund Institutional Class

Short-Term Bond

Harbor Short Duration Fund
Fidelity Institutional Short-Intermediate Government Fund
PIMCO Low Duration Fund Institutional Class

Intermediate-Term Bond

Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund – Class A
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
INVESCO Select Income Fund – Investor Class
Janus Flexible Income Fund
MSIF Trust Core Plus Fixed Income Portfolio Institutional Class
PIMCO Total Return Fund Institutional Class
PIMCO Total Return Fund III Institutional Class
T. Rowe Price Spectrum Income Fund
USAA Income Fund

High Yield Bond

Fidelity Capital & Income Fund
Fidelity High Income Fund
INVESCO High Yield Fund – Investor Class
MSIF Trust High Yield Portfolio Institutional Class
PIMCO High Yield Fund Institutional Class

Convertible Bond

Fidelity Convertible Securities Fund
Calamos Convertible Fund – Class A (closed to new investments 4/30/03)

Emerging Markets Bond

Fidelity New Markets Income Fund

International Bond

Payden & Rygel Global Fixed Income Fund – Class R

PIMCO Foreign Bond Fund Institutional Class

Hybrid Funds

Domestic Hybrid

Calvert Social Investment Fund Balanced Portfolio – Class A
Columbia Balanced Fund – Class Z
Dreyfus Founders Balanced Fund Class F
Dreyfus Premier Balanced Fund Class R
Fidelity Balanced Fund
Fidelity Puritan[®] Fund
INVESCO Total Return Fund – Investor Class
Janus Balanced Fund
MSIF Trust Balanced Portfolio Advisor Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund – Admiral Class
Vanguard Wellington Fund – Admiral Class

Large Cap U.S. Stock Funds

Large Cap Value

American Century Income & Growth Fund – Investor Class
American Fundamental Investors Fund – Class A
American Investment Company of America – Class A
American Mutual Fund – Class A
American Washington Mutual Investors Fund – Class A
Clipper Fund
Credit Suisse Large Cap Value Fund – Class A
Dreyfus Premier Strategic Value Fund – Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
INVESCO Value Equity Fund – Investor Class
T. Rowe Price Dividend Growth Fund
T. Rowe Price Equity Income Fund, Inc.
T. Rowe Price Value Fund
Vanguard Equity Income Fund – Admiral Class
Vanguard Windsor Fund – Admiral Class
Vanguard Windsor II Fund – Admiral Class

Large Cap Blend

American Century Equity Growth Fund
Domini Social Equity Fund
Dreyfus Appreciation Fund, Inc.
Dreyfus Disciplined Stock Fund – Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund

Fidelity Export and Multinational Fund
Fidelity Fiftysm
Fidelity Fund
Fidelity Trend Fund
INVESCO Core Equity Income Fund – Investor Class
Legg Mason Value Trust, Inc. Institutional Class
MSIF Trust Equity Portfolio Institutional Class
Neuberger Berman Socially Responsive Trust Class
PIMCO StocksPLUS Fund Class A
Putnam Investors Fund Class A
Vanguard Growth and Income Fund – Admiral Class
Vanguard PRIMECAP Fund – Admiral Class

Large Cap Growth

AIM Blue Chip Fund Class A
Alger Capital Appreciation Institutional Portfolio – Institutional Class
Columbia Growth Fund – Class Z
Credit Suisse Capital Appreciation Fund – Common Shares
Dreyfus Founders Growth Fund – Class F
Dreyfus Premier Third Century Fund, Inc. Class Z
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Focused Stock Fund
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
INVESCO Growth Fund – Investor Class
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Merrill Lynch Fundamental Growth Fund, Inc. Class I
Morgan Stanley Institutional Fund, Inc. –
Equity Growth Portfolio - Class A
Papp America – Abroad Fund
Scudder Large Company Growth Fund – Class S
Strong Growth Fund – Investor Class
Strong Large Cap Growth Fund – Investor Class
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard U.S. Growth Fund – Admiral Class

Medium Cap U.S. Stock Funds

Medium Cap Value

American Century Equity Income Fund Investor Class
American Century Value Fund Investor Class
Fidelity Value Fund
Strong Multi-Cap Value Fund – Investor Class

Medium Cap Blend

Ariel Appreciation Fund
Legg Mason Special Investment Trust, Inc. Primary Class
Strong Opportunity Fund – Investor Class

Medium Cap Growth

Alger MidCap Growth Institutional Portfolio – Institutional Class
Baron Asset Fund
Credit Suisse Emerging Growth Fund – Common Shares
Delaware Trend Fund Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund I – Class A
INVESCO Dynamics Fund – Investor Class
MSIF Trust Mid Cap Growth Institutional Class
T. Rowe Price Mid-Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Franklin Balance Sheet Investment Fund Class A
PIMCO NFJ Small-Cap Value Fund Institutional Class

Small Cap Blend

Credit Suisse Small Cap Value Fund - Common
MSIF Trust U.S. Small Cap Core Portfolio Institutional Class
Neuberger Berman Genesis Trust Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Portfolio
Baron Growth Fund
Dreyfus Founders Discovery Fund F
Fidelity Small Cap Independence
INVESCO Small Company Growth Fund – Investor Class
Liberty Acorn Fund – Class Z
Managers Special Equity Fund
Morgan Stanley Institutional Fund, Inc. –

Small Company Growth-Portfolio Class B
PIMCO Emerging Companies Fund Institutional Class

Specialty U.S. Stock Funds

Specialty-Health Care

INVESCO Health Sciences Fund – Investor Class
T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares
Fidelity Real Estate Investment Portfolio

Specialty Technology

Morgan Stanley Institutional Fund, Inc. –
Technology Portfolio Class A
Munder NetNet Class A
PBGH Technology & Communications Fund
PIMCO PEA Innovation Institutional Fund I

Specialty-Utilities

Fidelity Utilities Fund
INVESCO Utilities Fund – Investor Class

International Stock Funds

Foreign Stock

American Century International Growth Fund Investor Class
Credit Suisse International Focus Fund – Common Shares
Fidelity Aggressive International Fund
Fidelity Diversified International Fund
Fidelity Emerging Markets Fund
Fidelity Global Balanced Fund
Fidelity International Growth & Income Fund
Fidelity Overseas Fund
GAM International Fund Class A
J.P. Morgan Fleming International Value Fund, Institutional Class
Lazard Emerging Markets Portfolio Institutional Class
Lazard International Equity Portfolio Institutional Class
Managers International Equity Fund
Putnam International Equity Fund Class A
Scudder International Equity Fund – Investment Class
Templeton Developing Markets Trust Class A

Templeton Foreign Fund Class A
Templeton Institutional Funds, Inc. – Emerging Markets Series –
Institutional Class

Europe Stock

Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
INVESCO European Fund – Class A
Merrill Lynch EuroFund Class I
Putnam Europe Equity Fund Class A
T. Rowe Price European Stock Fund

Latin America Stock

Fidelity Latin America Fund
Scudder Latin America Fund – Class S
T. Rowe Price Latin America Fund

Diversified Pacific Asia Stock

Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund
Merrill Lynch Pacific Fund, Inc. Class I

Pacific/Asia Ex Japan Stock

AIM Asian Pacific Growth Fund – Class A
Scudder Pacific Opportunities Fund – Class S

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc. - Class S

World Stock

AIM Global Growth A Fund
American Funds Capital World Growth and Income Fund – Class A
American Funds New Perspective Fund – Class A
Dreyfus Premier Worldwide Growth Fund, Inc. Class R
Janus Worldwide Fund
Montgomery Global Focus Fund – Class R
Mutual Discovery Fund – Class A
Putnam Global Equity Fund – Class A
Templeton Growth Fund, Inc. A
Templeton World Fund – Class A

Hybrid Asset Allocation Funds

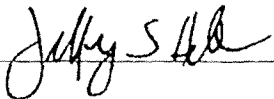
Fidelity Freedom Income[®] Fund
Fidelity Freedom 2000[®] Fund

Fidelity Freedom 2010[®] Fund
Fidelity Freedom 2020[®] Fund
Fidelity Freedom 2030[®] Fund”

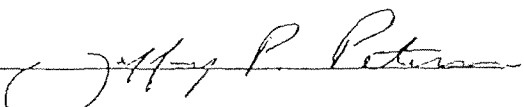
* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this
amendment to be executed this 30th day of December, 2004.

BP CORPORATION NORTH AMERICA INC.

By: 
Title: Assistant General Counsel, LEEB

STATE STREET BANK AND TRUST COMPANY

By: 
Title: Vice President

**TENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on December 30, 2004 and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company or his delegate has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, in the following particulars:

1. Effective September 30, 2005, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund

Bond Index Fund - Long Duration

Bond Index Fund - Short Duration

Income Fund (frozen - closed to new investments; fund will be open to new investments as of January 3, 2006)

Hybrid

Balanced Index Fund – Aggressive

Balanced Index Fund – Conservative

Balanced Index Fund – Moderate

Large Cap

Equity Index Fund

Equity Index Fund – Growth

Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund

Small-Cap Equity Index Fund – Growth

Small-Cap Equity Index Fund – Value

International

International Equity Index Fund

International Equity Index Fund – Europe

International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio

U.S. Treasury Money Market Fund

Bond Funds

Long-Term Government

PIMCO Long-Term U.S. Government Fund Institutional Class

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund

Harbor Short Duration Fund

PIMCO Low Duration Fund Institutional Class

Intermediate-Term Bond

AIM Income Fund-Investor Class

Dodge & Cox Income Fund

Dreyfus Premier Core Bond Fund – Class A

Fidelity Government Income Fund

Fidelity Investment Grade Bond Fund

Harbor Bond Fund

Janus Flexible Bond Fund

MSIF Trust Core Plus Fixed Income Portfolio Institutional Class

PIMCO Total Return Fund Institutional Class

PIMCO Total Return Fund III Institutional Class

T. Rowe Price Spectrum Income Fund

T. Rowe Price U.S. Treasury Intermediate Bond Fund

USAA GNMA Trust

USAA Income Fund

Wells Fargo Advantage Government Securities Fund- Investor Class

High Yield Bond

AIM High Yield Fund-Investor Class

Fidelity Capital & Income Fund

Fidelity High Income Fund

MSIF Trust High Yield Institutional Class

PIMCO High Yield Fund Institutional Class

Convertible Bond

Fidelity Convertible Securities Fund

Calamos Convertible Fund – Class A (closed to new investments
4/30/03)

Emerging Markets Bond

Fidelity New Markets Income Fund

International Bond

Payden & Rygel Global Fixed Income Fund – Class R

PIMCO Foreign Bond Fund (U.S. Dollar-Hedged) Institutional Class

Hybrid Funds

Domestic Hybrid

Calvert Social Investment Fund Balanced Portfolio Class A
Columbia Balanced Fund – Class Z
Dreyfus Founders Balanced Fund Class F
Dreyfus Premier Balanced Fund Class R
Fidelity Balanced Fund
Fidelity Puritan® Fund
Janus Balanced Fund
MSIF Trust Balanced Portfolio Advisor Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund – Admiral Class
Vanguard Wellington Fund – Admiral Class

Large Cap U.S. Stock Funds

Large Cap Value

AIM Large Cap Basic Value Fund-Investor Class
American Century Equity Income Fund Investor Class
American Century Income & Growth Fund Investor Class
American Century Value Fund Investor Class
American Fundamental Investors Fund – Class A
American Investment Company of America – Class A
American Mutual Fund – Class A
American Washington Mutual Investors Fund – Class A
Clipper Fund
Credit Suisse Large Cap Value Fund – Class A
Dreyfus Premier Strategic Value Fund – Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Dividend Growth Fund
T. Rowe Price Equity Income Fund, Inc.
T. Rowe Price Value Fund
Vanguard Equity Income Fund – Admiral Class
Vanguard Windsor Fund – Admiral Class
Vanguard Windsor II Fund – Admiral Class

Large Cap Blend

American Century Equity Growth Fund Investor Class
Domini Social Equity Fund
Dreyfus Appreciation Fund, Inc.
Dreyfus Disciplined Stock Fund – Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Export and Multinational Fund

Fidelity Fiftysm
Fidelity Fund
Fidelity Trend Fund
Legg Mason Value Trust, Inc. Institutional Class
MSIF Trust Equity Portfolio Institutional Class
Neuberger Berman Socially Responsive Trust Class
PIMCO StocksPLUS Fund Institutional Class
Putnam Investors Fund Class A
Vanguard Growth and Income Fund – Admiral Class
Vanguard PRIMECAP Fund – Admiral Class

Large Cap Growth

AIM Blue Chip Fund Class A
AIM Large Cap Growth Fund-Investor Class
Alger Capital Appreciation Institutional Portfolio – Institutional Class
Credit Suisse Capital Appreciation Fund – Common Shares
Dreyfus Founders Growth Fund – Class F
Dreyfus Premier Third Century Fund, Inc. Class Z
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Focused Stock Fund
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Merrill Lynch Fundamental Growth Fund, Inc. Class I
Morgan Stanley Institutional Fund, Inc. –
Equity Growth Portfolio - Class A
Pioneer Growth Leader Fund Class A
Scudder Large Company Growth Fund – Class S
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard U.S. Growth Fund – Admiral Class
Wells Fargo Advantage Growth Fund – Investor Class
Wells Fargo Advantage Large Cap Growth Fund – Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value
Fidelity Value Fund

Medium Cap Blend

Ariel Appreciation Fund
Legg Mason Special Investment Trust, Inc. Primary Class
Wells Fargo Advantage Opportunity Fund

Medium Cap Growth

AIM Dynamics Fund – Investor Class
Alger MidCap Growth Institutional Portfolio – Institutional Class
Baron Asset Fund
Credit Suisse Mid Cap Growth Fund
Delaware Trend Fund Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund – Class A
MSIF Trust Mid Cap Growth Institutional Class
T. Rowe Price Mid-Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value - Institutional Class
Franklin Balance Sheet Investment Fund Class A

Small Cap Blend

Credit Suisse Small Cap Value Fund Common
MSIF Trust U.S. Small Cap Value Portfolio Institutional Class
Neuberger Berman Genesis Fund Trust Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

AIM Small Company Growth Fund – Investor Class
Alger Small Cap Institutional Portfolio
Allianz CCM Emerging Companies- Institutional Class
Baron Growth Fund
Columbia Acorn Fund-Class Z
Dreyfus Founders Discovery Fund Class F
Fidelity Small Cap Independence
Managers Special Equity Fund
Morgan Stanley Institutional Fund, Inc. –
Small Company Growth Portfolio Class B

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares

Fidelity Real Estate Investment Portfolio

Specialty Technology

Munder Internet Fund Class A

PBHG Technology & Communications Fund

Specialty-Utilities

AIM Utilities Fund-Investor Class

Fidelity Utilities Fund

International Stock Funds

Foreign Stock

American Century International Growth Fund Investor Class

Credit Suisse International Focus Fund – Common Shares

Fidelity Aggressive International Fund

Fidelity Diversified International Fund

Fidelity Emerging Markets Fund

Fidelity Global Balanced Fund

Fidelity International Discovery Fund

Fidelity Overseas Fund

GAM International Equity Fund Class A

J.P. Morgan International Value Fund, Institutional Class

Lazard Emerging Markets Portfolio Institutional Class

Lazard International Equity Portfolio Institutional Class

Managers International Equity Fund

Putnam International Equity Fund Class A

Scudder International Equity Fund – Investment Class

Templeton Developing Markets Trust Class A

Templeton Foreign Fund Class A

Templeton Institutional Funds, Inc. – Emerging Markets Series –
Institutional Class

Europe Stock

AIM European Growth Fund

Fidelity Europe Capital Appreciation Fund

Fidelity Europe Fund

Merrill Lynch EuroFund Class I

Putnam Europe Equity Fund Class A
T. Rowe Price European Stock Fund

Latin America Stock

Fidelity Latin America Fund
Scudder Latin America Fund – Class S
T. Rowe Price Latin America Fund

Diversified Pacific Asia Stock

AIM Asian Pacific Growth Fund – Class A
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund
Merrill Lynch Pacific Fund, Inc. Class I
Scudder Pacific Opportunities Fund – Class S

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc. - Class S

World Stock

AIM Global Growth Fund Class A
American Funds Capital World Growth and Income Fund – Class A
American Funds New Perspective Fund – Class A
Dreyfus Premier Worldwide Growth Fund, Inc. Class R
Janus Worldwide Fund
Mutual Discovery Fund Class A
Putnam Global Equity Fund – Class A
Templeton Growth Fund, Inc. A
Templeton World Fund Class A

Hybrid Asset Allocation Funds

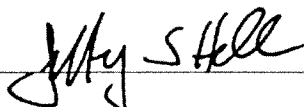
Fidelity Freedom Income[®] Fund
Fidelity Freedom 2000[®] Fund
Fidelity Freedom 2010[®] Fund
Fidelity Freedom 2020[®] Fund
Fidelity Freedom 2030[®] Fund

2. Effective January 3, 2006, by deleting the phrase “(frozen – closed to new investments)” after the phrase “Income Fund” in the fifth investment option listed in Exhibit B of the Trust.

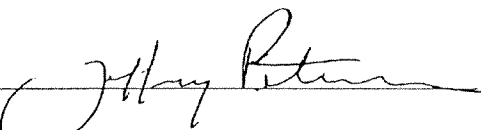
* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 29th day of December, 2005.

BP CORPORATION NORTH AMERICA INC.

By: 
Title: Assistant General Counsel, LEEB

STATE STREET BANK AND TRUST COMPANY

By: 
Title: Vice President

**ELEVENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on December 29, 2005 and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, in the following particulars:

1. Effective September 30, 2006, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund
Bond Index Fund - Long Duration
Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive
Balanced Index Fund – Conservative
Balanced Index Fund – Moderate

Large Cap

Equity Index Fund
Equity Index Fund – Growth
Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund
Small-Cap Equity Index Fund – Growth
Small-Cap Equity Index Fund – Value

International

International Equity Index Fund
International Equity Index Fund – Europe
International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio
Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond
Fidelity Institutional Short-Intermediate Government Fund

Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Investor Class
Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund- Investor Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Investor Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
Morgan Stanley Institutional Fund Trust
High Yield Portfolio-Institutional Class
PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan® Fund
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust

Balanced Portfolio-Advisor Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund®
Fidelity Freedom 2000 Fund®
Fidelity Freedom 2010 Fund®
Fidelity Freedom 2020 Fund®
Fidelity Freedom 2030 Fund®

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Investor Class
American Century Income & Growth Fund-Investor Class
American Century Value Fund-Investor Class
American Funds® American Mutual Fund®-Class A
American Funds® Fundamental Investors Fund-Class A
American Funds® Investment Company of America-Class A
American Funds® Washington Mutual Investors Fund-Class A
Clipper Fund
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Investor Class
American Century Equity Growth Fund-Investor Class
Domini Social Equity Fund-Investor Shares
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Export and Multinational Fund
Fidelity Focused Stock Fund
Fidelity Fund
Fidelity Trend Fund

Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Trust Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class A
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class
Vanguard PRIMECAP Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Investor Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Capital Appreciation Fund-Common Class
Dreyfus Founders Growth Fund-Class F
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Class S
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Fifty[®]
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Investor Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund
Franklin Balance Sheet Investment Fund-Class A

Medium Cap Blend

Ariel Appreciation Fund

Legg Mason Special Investment Trust-F1 Class
Wells Fargo Advantage Opportunity Fund-Investor Class

Medium Cap Growth

AIM Dynamics Fund-Investor Class
Alger MidCap Growth Institutional Fund-Institutional Class
Baron Asset Fund
Columbia Acorn Fund-Class Z
Credit Suisse Mid-Cap Growth Fund-Common Shares
Delaware Trend Fund-Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund-Class A
Morgan Stanley Institutional Fund Trust
Mid Cap Growth Portfolio-Institutional Class
T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class
Credit Suisse Small Cap Value Fund-Common Shares

Small Cap Blend

Morgan Stanley Institutional Fund Trust
U.S. Small Cap Value Portfolio-Institutional Class
Neuberger Berman Genesis Fund-Trust Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class F
Fidelity Small Cap Independence Fund
Managers Special Equity Fund
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class B

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares
Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class A
Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Investor-Class
Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A
American Funds® Capital World Growth and Income Fund®-Class A
American Funds® New Perspective Fund®-Class A
Dreyfus Premier Worldwide Growth Fund-Class R
Janus Worldwide Fund
Mutual Discovery Fund-Class A
Putnam Global Equity Fund-Class A
Templeton Growth Fund-Class A
Templeton World Fund-Class A

Foreign Stock

American Century International Growth Fund-Investor Class
Credit Suisse International Focus Fund-Common Class
DWS International Equity Fund-Investor Class
Fidelity Aggressive International Fund
Fidelity Diversified International Fund
Fidelity Emerging Markets Fund
Fidelity Global Balanced Fund
Fidelity International Discovery Fund
Fidelity New Markets Income Fund
Fidelity Overseas Fund
J.P. Morgan Fleming International Value Fund-Institutional Class
Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Payden & Rygel Global Fixed Income Fund-Class R
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class
Putnam International Equity Fund-Class A
Templeton Developing Markets Trust-Class A

Templeton Foreign Fund-Class A
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class A
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
DWS Pacific Opportunities Equity Fund-Class S
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund
Merrill Lynch Pacific Fund-Class I

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc.-Class S

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to
be executed this 28th day of December, 2006.

BP CORPORATION NORTH AMERICA INC.

By: 

Title: Assistant General Counsel, LEEB

STATE STREET BANK AND TRUST COMPANY

By: *Reemany McDonald*

Title: Vice President

**TWELFTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on December 28, 2006 and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, effective June 1, 2007, by substituting the following for Exhibit C of the Trust:

"EXHIBIT C

Trustee Fees effective June 1, 2007:

I. Trustee/ Custodian Charges:

.10 Basis Points on the month end Net Asset Value of the Trust.

II. Portfolio Administration, Custody/Accounting:

Core Investment Option Portfolios: \$7,500 per portfolio/ year

AE02 -- Short Term Investment Fund	AE20 -- Small Cap Equity Index Value
AE10 -- Equity Index Fund	AE21 -- Small Cap Equity Index Growth
AE11 -- Bond Index Fund	AE22 -- International Equity Index Europe
AE12 -- Balanced Index Moderate	AE23 -- International Equity Index Pacific
AE13 -- Mid Cap Equity Index	AE24 -- Bond Index Short Duration
AE14 -- International Equity Index	AE25 -- Bond Index Long Duration
AE16 -- Small Cap Equity Index	AE26 -- Balanced Index Conservative
AE18 -- Equity Index Growth	AE27 -- Balanced Index Aggressive
AE19 -- Equity Index Value	

Core Income Fund Portfolio: \$7,500 per portfolio/ year

AE28 -- Income Fund

Company Stock Fund: \$7,500 per portfolio/ year

AE01 -- BP Stock Fund

Participant Directed Window Portfolios: \$5,000 per portfolio/ year

AE33 -- BP Employee Savings Plan	AE35 -- BP Direct Savings Plan
AE34 -- BP Partnership Plan	AE43 -- BP CAP

Stable Value Fund Portfolios: \$5,000 per portfolio/ year

AE30 -- Loomis

Loan Fund: \$5,000 per portfolio/ year

AE17 -- Loan Fund

Cash Funds: \$5,000 per portfolio/ year

AE36 -- Fidelity Clearing
AE46 -- Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Other Fees:

Short Term Investments Fund:

An administrative/management fee of 9 basis points for that portion of the Short Term Investments Fund (AE02) invested in the State Street Bank and Trust Company Investment Funds for Tax Exempt Retirement Plans - Short-term Investment Fund ("STIF") will be netted out of the yield. For all other accounts that invest in STIF, an administrative/management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by the Trustee to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective June 1, 2007 and will remain in effect for 5 years unless mutually agreed to extend or change. Significant changes to the portfolio structure or the administrative functions will require a revision to the fee agreement to be agreed upon by the Trustee and the Company (examples of significant changes include: adding separately managed funds)."

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 16th day of August, 2007.

BP CORPORATION NORTH AMERICA INC.

By: Jeffrey S. Hall

Title: Assistant General Counsel, LEEB

STATE STREET BANK AND TRUST COMPANY

By: Rosemary McDonald

Title: Vice President

**THIRTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on August 16, 2007 and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or her delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects the Trust, as amended, will continue in full force and effect;

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust in the following particulars:

1. Effective as of the close of business on March 30, 2007, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund

Bond Index Fund - Long Duration
Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund -- Aggressive
Balanced Index Fund -- Conservative
Balanced Index Fund -- Moderate

Large Cap

Equity Index Fund
Equity Index Fund -- Growth
Equity Index Fund -- Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund
Small-Cap Equity Index Fund -- Growth
Small-Cap Equity Index Fund -- Value

International

International Equity Index Fund
International Equity Index Fund -- Europe
International Equity Index Fund -- Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio
Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond
Fidelity Institutional Short-Intermediate Government Fund
Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond
AIM Income Fund-Investor Class
Dodge & Cox Income Fund

Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Investor Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
Morgan Stanley Institutional Fund Trust
High Yield Portfolio-Institutional Class
PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan[®] Fund
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust
Balanced Portfolio-Institutional Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund[®]
Fidelity Freedom 2000 Fund[®]

Fidelity Freedom 2010 Fund®
Fidelity Freedom 2020 Fund®
Fidelity Freedom 2030 Fund®

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds® American Mutual Fund®-Class R5
American Funds® Fundamental Investors Fund-Class R5
American Funds® Investment Company of America-Class R5
American Funds® Washington Mutual Investors Fund-Class R5
Clipper Fund
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Investor Class
American Century Equity Growth Fund-Institutional Class
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Export and Multinational Fund
Fidelity Focused Stock Fund
Fidelity Fund
Fidelity Trend Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class A
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class
Vanguard PRIMECAP Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Investor Class
Alger Capital Appreciation Institutional Fund-Institutional Shares

BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Capital Appreciation Fund-Common Class
Dreyfus Founders Growth Fund-Class F
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Class S
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund
Franklin Balance Sheet Investment Fund-Class A

Medium Cap Blend

Ariel Appreciation Fund
Legg Mason Special Investment Trust-Institutional Class
Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class
Alger MidCap Growth Institutional Fund-Institutional Class
Baron Asset Fund
Columbia Acorn Fund-Class Z
Credit Suisse Mid-Cap Growth Fund-Common Shares
Delaware Trend Fund-Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund-Advisor Class
Morgan Stanley Institutional Fund Trust

Mid Cap Growth Portfolio-Institutional Class
T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class
Credit Suisse Small Cap Value Fund-Common Shares

Small Cap Blend

Morgan Stanley Institutional Fund Trust
U.S. Small Cap Value Portfolio-Institutional Class
Neuberger Berman Genesis Fund-Institutional Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class F
Fidelity Small Cap Independence Fund
Managers Special Equity Fund-Institutional Class
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares
Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class A
Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Investor Class
Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A
American Funds[®] Capital World Growth and Income Fund[®]-Class R5

American Funds® New Perspective Fund®-Class R5
Dreyfus Premier Worldwide Growth Fund-Class R
Janus Worldwide Fund
Mutual Discovery Fund-Class Z
Putnam Global Equity Fund-Class A
Templeton Growth Fund-Advisor Class
Templeton World Fund-Class A

Foreign Stock

American Century International Growth Fund-Institutional Class
Credit Suisse International Focus Fund-Common Class
DWS International Equity Fund-Investor Class
Fidelity Aggressive International Fund
Fidelity Diversified International Fund
Fidelity Emerging Markets Fund
Fidelity Global Balanced Fund
Fidelity International Discovery Fund
Fidelity New Markets Income Fund
Fidelity Overseas Fund
J.P. Morgan Fleming International Value Fund-Institutional Class
Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Payden & Rygel Global Fixed Income Fund-Class R
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class
Putnam International Equity Fund-Class Y
Templeton Developing Markets Trust-Advisor Class
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class A
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
DWS Pacific Opportunities Equity Fund-Class S
Fidelity Pacific Basin Fund

Fidelity Southeast Asia Fund
Merrill Lynch Pacific Fund-Class I

Japan Stock
Fidelity Japan Fund
The Japan Fund, Inc.-Class S"

2. Effective as of the close of business on July 31, 2007, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund
Bond Index Fund - Long Duration
Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive
Balanced Index Fund – Conservative
Balanced Index Fund – Moderate

Large Cap

Equity Index Fund
Equity Index Fund – Growth
Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund
Small-Cap Equity Index Fund – Growth
Small-Cap Equity Index Fund – Value

International

International Equity Index Fund
International Equity Index Fund -- Europe
International Equity Index Fund -- Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio

Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund

Harbor Short Duration Fund

PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class

Dodge & Cox Income Fund

Dreyfus Premier Core Bond Fund-Class A

Fidelity Government Income Fund

Fidelity Investment Grade Bond Fund

Harbor Bond Fund

Janus Flexible Bond Fund

Morgan Stanley Institutional Fund Trust Core Plus

Fixed Income Portfolio- Institutional Class

PIMCO Total Return Fund-Institutional Class

PIMCO Total Return Fund III-Institutional Class

T. Rowe Price Spectrum Income Fund

T. Rowe Price U.S. Treasury Intermediate Bond Fund

USAA GNMA Trust

USAA Income Fund

Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class

Fidelity Capital & Income Fund

Fidelity High Income Fund

Morgan Stanley Institutional Fund Trust

High Yield Portfolio-Institutional Class

PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan[®] Fund
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust
Balanced Portfolio-Institutional Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund[®]
Fidelity Freedom 2000 Fund[®]
Fidelity Freedom 2010 Fund[®]
Fidelity Freedom 2020 Fund[®]
Fidelity Freedom 2030 Fund[®]

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds[®] American Mutual Fund[®]-Class R5
American Funds[®] Fundamental Investors Fund-Class R5
American Funds[®] Investment Company of America-Class R5
American Funds[®] Washington Mutual Investors Fund-Class R5
Clipper Fund
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class

American Century Equity Growth Fund-Institutional Class
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Export and Multinational Fund
Fidelity Focused Stock Fund
Fidelity Fund
Fidelity Trend Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class Y
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class
Vanguard PRIMECAP Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Capital Appreciation Fund-Common Class
Dreyfus Founders Growth Fund-Class F
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Institutional Class
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund

Franklin Balance Sheet Investment Fund-Advisor Class

Medium Cap Blend

Ariel Appreciation Fund

Legg Mason Special Investment Trust- Institutional Class

Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class

Alger MidCap Growth Institutional Fund-Institutional Class

Baron Asset Fund

Columbia Acorn Fund-Class Z

Credit Suisse Mid-Cap Growth Fund-Common Shares

Delaware Trend Fund-Institutional Class

Fidelity Aggressive Growth Fund

Fidelity Mid-Cap Stock Fund

Franklin Small-Mid Cap Growth Fund-Advisor Class

Morgan Stanley Institutional Fund Trust

Mid Cap Growth Portfolio-Institutional Class

T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class

Credit Suisse Small Cap Value Fund-Common Shares

Small Cap Blend

Morgan Stanley Institutional Fund Trust

U.S. Small Cap Value Portfolio-Institutional Class

Neuberger Berman Genesis Fund-Institutional Class

T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class

Allianz CCM Emerging Companies Fund-Institutional Class

Baron Growth Fund

Dreyfus Founders Discovery Fund-Class F

Fidelity Small Cap Independence Fund

Managers Special Equity Fund-Institutional Class

Morgan Stanley Institutional Fund

Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares

Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y

Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Institutional Class

Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A

American Funds® Capital World Growth and Income Fund® -Class R5

American Funds® New Perspective Fund® -Class R5

Dreyfus Premier Worldwide Growth Fund-Class R

Janus Worldwide Fund

Mutual Discovery Fund-Class Z

Putnam Global Equity Fund-Class Y

Templeton Growth Fund-Advisor Class

Templeton World Fund-Advisor Class

Foreign Stock

American Century International Growth Fund-Institutional Class

Credit Suisse International Focus Fund-Common Class

DWS International Equity Fund-Investor Class

Fidelity Aggressive International Fund

Fidelity Diversified International Fund

Fidelity Emerging Markets Fund

Fidelity Global Balanced Fund

Fidelity International Discovery Fund

Fidelity New Markets Income Fund

Fidelity Overseas Fund

J.P. Morgan Fleming International Value Fund-Institutional Class

Lazard Emerging Markets Portfolio-Institutional Class

Lazard International Equity Portfolio-Institutional Class

Managers International Equity Fund

Payden & Rygel Global Fixed Income Fund-Class R

PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class

Putnam International Equity Fund-Class Y

Templeton Developing Markets Trust-Advisor Class
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
DWS Pacific Opportunities Equity Fund-Class S
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund
Merrill Lynch Pacific Fund-Class I

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc.-Class S"

2. Effective as of the close of business on September 30, 2007, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investments Fund

Bond

Bond Index Fund
Bond Index Fund - Long Duration
Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive
Balanced Index Fund – Conservative
Balanced Index Fund – Moderate

Large Cap

Equity Index Fund
Equity Index Fund – Growth
Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund
Small-Cap Equity Index Fund – Growth
Small-Cap Equity Index Fund – Value

International

International Equity Index Fund
International Equity Index Fund – Europe
International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Retirement Money Market Portfolio
Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund
Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class
Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund

Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
Morgan Stanley Institutional Fund Trust
High Yield Portfolio-Institutional Class
PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R1
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan[®] Fund
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust
Balanced Portfolio-Institutional Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund[®]
Fidelity Freedom 2000 Fund[®]
Fidelity Freedom 2010 Fund[®]
Fidelity Freedom 2020 Fund[®]
Fidelity Freedom 2030 Fund[®]

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds® American Mutual Fund®-Class R5
American Funds® Investment Company of America-Class R5
American Funds® Washington Mutual Investors Fund-Class R5
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class
American Century Equity Growth Fund-Institutional Class
American Funds® Fundamental Investors Fund-Class R5
Clipper Fund
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Focused Stock Fund
Fidelity Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class Y
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Large Cap Growth Fund-Common Class
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Institutional Class
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Export and Multinational Fund

Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity Trend Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard PRIMECAP Fund-Admiral Class
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund
Franklin Balance Sheet Investment Fund-Advisor Class

Medium Cap Blend

Ariel Appreciation Fund
Credit Suisse Mid-Cap Growth Fund-Common Shares
Legg Mason Special Investment Trust- Institutional Class
Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class
Alger MidCap Growth Institutional Fund-Institutional Class
Baron Asset Fund
Columbia Acorn Fund-Class Z
Delaware Trend Fund-Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund-Advisor Class
Morgan Stanley Institutional Fund Trust
 Mid Cap Growth Portfolio-Institutional Class
T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class
Credit Suisse Small Cap Value Fund-Common Shares
Morgan Stanley Institutional Fund Trust
U.S. Small Cap Value Portfolio-Institutional Class

Small Cap Blend

Managers Special Equity Fund-Institutional Class
Neuberger Berman Genesis Fund-Institutional Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class F
Fidelity Small Cap Independence Fund
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care
T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares
Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y
Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Institutional Class
Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A
American Funds® Capital World Growth and Income Fund®-Class R5
American Funds® New Perspective Fund®-Class R5
Dreyfus Premier Worldwide Growth Fund-Class R
Janus Worldwide Fund
Mutual Discovery Fund-Class Z
Putnam Global Equity Fund-Class Y

Templeton Growth Fund-Advisor Class
Templeton World Fund-Advisor Class

Foreign Stock

American Century International Growth Fund-Institutional Class
Credit Suisse International Focus Fund-Common Class
DWS International Fund-Class S
Fidelity Aggressive International Fund
Fidelity Diversified International Fund
Fidelity Emerging Markets Fund
Fidelity Global Balanced Fund
Fidelity International Discovery Fund
Fidelity New Markets Income Fund
Fidelity Overseas Fund
J.P. Morgan Fleming International Value Fund-Institutional Class
Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Putnam International Equity Fund-Class Y
Templeton Developing Markets Trust-Advisor Class
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Foreign Bond Funds

Payden & Rygel Global Fixed Income Fund-Class R
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
BlackRock Pacific Fund-Class I
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc.-Class S"

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 20th day of December, 2007.

BP CORPORATION NORTH AMERICA INC.

By: *Jeffy Skell*
Title: Assistant General Counsel

STATE STREET BANK AND TRUST COMPANY

By: *Rosemary McDonald*
Title: Vice President

**FOURTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on December 20, 2007, and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust in the following particulars:

1. Effective as of the close of business November 30, 2007, by substituting the following for Exhibit B of the Trust:

"EXHIBIT B
Investment Funds
CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund

Bond Index Fund - Long Duration

Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive

Balanced Index Fund – Conservative

Balanced Index Fund – Moderate

Large Cap

Equity Index Fund

Equity Index Fund – Growth

Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund

Small-Cap Equity Index Fund – Growth

Small-Cap Equity Index Fund – Value

International

International Equity Index Fund

International Equity Index Fund – Europe

International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Institutional Money Market Fund

Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund
Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class
Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
Morgan Stanley Institutional Fund Trust
High Yield Portfolio-Institutional Class
PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R1
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan® Fund
Janus Balanced Fund

Morgan Stanley Institutional Fund Trust
Balanced Portfolio-Institutional Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund®
Fidelity Freedom 2000 Fund®
Fidelity Freedom 2010 Fund®
Fidelity Freedom 2020 Fund®
Fidelity Freedom 2030 Fund®

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds® American Mutual Fund®-Class R5
American Funds® Investment Company of America-Class R5
American Funds® Washington Mutual Investors Fund-Class R5
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class
American Century Equity Growth Fund-Institutional Class
American Funds® Fundamental Investors Fund-Class R5
Clipper Fund
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Focused Stock Fund
Fidelity Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class

PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class Y
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Large Cap Growth Fund-Common Class
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Institutional Class
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Export and Multinational Fund
Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity Trend Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard PRIMECAP Fund-Admiral Class
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund
Franklin Balance Sheet Investment Fund-Advisor Class

Medium Cap Blend

Ariel Appreciation Fund
Credit Suisse Mid-Cap Growth Fund-Common Shares
Legg Mason Special Investment Trust- Institutional Class

Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class
Alger MidCap Growth Institutional Fund-Institutional Class
Baron Asset Fund
Columbia Acorn Fund-Class Z
Delaware Trend Fund-Institutional Class
Fidelity Aggressive Growth Fund
Fidelity Mid-Cap Stock Fund
Franklin Small-Mid Cap Growth Fund-Advisor Class
Morgan Stanley Institutional Fund Trust
Mid Cap Growth Portfolio-Institutional Class
T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class
Credit Suisse Small Cap Value Fund-Common Shares
Morgan Stanley Institutional Fund Trust
U.S. Small Cap Value Portfolio-Institutional Class

Small Cap Blend

Managers Special Equity Fund-Institutional Class
Neuberger Berman Genesis Fund-Institutional Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class F
Fidelity Small Cap Independence Fund
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares

Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y

Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Institutional Class

Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A

American Funds® Capital World Growth and Income Fund® -Class R5

American Funds® New Perspective Fund® -Class R5

Dreyfus Premier Worldwide Growth Fund-Class R

Janus Worldwide Fund

Mutual Discovery Fund-Class Z

Putnam Global Equity Fund-Class Y

Templeton Growth Fund-Advisor Class

Templeton World Fund-Advisor Class

Foreign Stock

American Century International Growth Fund-Institutional Class

Credit Suisse International Focus Fund-Common Class

DWS International Fund-Institutional Class

Fidelity Aggressive International Fund

Fidelity Diversified International Fund

Fidelity Emerging Markets Fund

Fidelity Global Balanced Fund

Fidelity International Discovery Fund

Fidelity New Markets Income Fund

Fidelity Overseas Fund

J.P. Morgan Fleming International Value Fund-Institutional Class

Lazard Emerging Markets Portfolio-Institutional Class

Lazard International Equity Portfolio-Institutional Class

Managers International Equity Fund

Putnam International Equity Fund-Class Y

Templeton Developing Markets Trust-Advisor Class

Templeton Foreign Fund-Advisor Class

Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Foreign Bond Funds

Payden & Rygel Global Fixed Income Fund-Class R

PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
BlackRock Pacific Fund-Class I
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc.-Class S

**INVESTMENT OPTIONS FOR THE
BP EMPLOYEE SAVINGS PLAN OF PUERTO RICO**

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund

Hybrid

Balanced Index Fund – Aggressive
Balanced Index Fund – Conservative
Balanced Index Fund – Moderate

Large-Cap

Equity Index Fund

Mid-Cap

Mid-Cap Equity Index Fund

Small-Cap

Small-Cap Equity Index Fund

International

International Equity Index Fund”

2. Effective as of February 1, 2008, by substituting the following for Exhibit B of the Trust:

“EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund

Bond Index Fund - Long Duration

Bond Index Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive (no longer available after 7/31/08)

Balanced Index Fund – Conservative (no longer available after 7/31/08)

Balanced Index Fund – Moderate (no longer available after 7/31/08)

Target Date Retirement Fund

Target Date 2010

Target Date 2015

Target Date 2020

Target Date 2025

Target Date 2030

Target Date 2035

Target Date 2040

Target Date 2045

Target Date 2050

Large Cap

Equity Index Fund

Equity Index Fund – Growth

Equity Index Fund – Value

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Small-Cap Equity Index Fund
Small-Cap Equity Index Fund – Growth
Small-Cap Equity Index Fund – Value

International

International Equity Index Fund
International Equity Index Fund – Europe
International Equity Index Fund – Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Institutional Money Market Fund
Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund
Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class
Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund

Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class

Fidelity Capital & Income Fund

Fidelity High Income Fund

Morgan Stanley Institutional Fund Trust

High Yield Portfolio-Institutional Class

PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)

Calvert Social Investment Fund Balanced Portfolio-Class A

Columbia Balanced Fund-Class Z

Dreyfus Founders Balanced Fund-Class F

Dreyfus Premier Balanced Fund-Class R1

Fidelity Balanced Fund

Fidelity Convertible Securities Fund

Fidelity Puritan® Fund

Janus Balanced Fund

Morgan Stanley Institutional Fund Trust

Balanced Portfolio-Institutional Class

Vanguard Asset Allocation Fund

Vanguard Wellesley Income Fund-Admiral Class

Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund® (no longer available after 7/31/08)

Fidelity Freedom 2000 Fund® (no longer available after 7/31/08)

Fidelity Freedom 2010 Fund® (no longer available after 7/31/08)

Fidelity Freedom 2020 Fund® (no longer available after 7/31/08)

Fidelity Freedom 2030 Fund® (no longer available after 7/31/08)

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class

American Century Income & Growth Fund-Institutional Class

American Century Value Fund-Institutional Class

American Funds® American Mutual Fund®-Class R5

American Funds® Investment Company of America-Class R5

American Funds® Washington Mutual Investors Fund-Class R5
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class
American Century Equity Growth Fund-Institutional Class
American Funds® Fundamental Investors Fund-Class R5
Clipper Fund
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Focused Stock Fund
Fidelity Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class Y
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Large Cap Growth Fund-Common Class
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Institutional Class
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Export and Multinational Fund
Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity Trend Fund

Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard PRIMECAP Fund-Admiral Class
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value
 Fidelity Value Fund
 Franklin Balance Sheet Investment Fund-Advisor Class

Medium Cap Blend

 Ariel Appreciation Fund
 Credit Suisse Mid-Cap Growth Fund-Common Shares
 Legg Mason Special Investment Trust- Institutional Class
 Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

 AIM Dynamics Fund-Institutional Class
 Alger MidCap Growth Institutional Fund-Institutional Class
 Baron Asset Fund
 Columbia Acorn Fund-Class Z
 Delaware Trend Fund-Institutional Class
 Fidelity Aggressive Growth Fund
 Fidelity Mid-Cap Stock Fund
 Franklin Small-Mid Cap Growth Fund-Advisor Class
 Morgan Stanley Institutional Fund Trust
 Mid Cap Growth Portfolio-Institutional Class
 T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value
 Allianz NFJ Small Cap Value Fund-Institutional Class
 Credit Suisse Small Cap Value Fund-Common Shares
 Morgan Stanley Institutional Fund Trust

U.S. Small Cap Value Portfolio-Institutional Class

Small Cap Blend

Managers Special Equity Fund-Institutional Class
Neuberger Berman Genesis Fund-Institutional Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class F
Fidelity Small Cap Independence Fund
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares
Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y
Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Institutional Class
Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A
American Funds[®] Capital World Growth and Income Fund[®] -Class R5
American Funds[®] New Perspective Fund[®] -Class R5
Dreyfus Premier Worldwide Growth Fund-Class R
Janus Worldwide Fund
Mutual Discovery Fund-Class Z
Putnam Global Equity Fund-Class Y
Templeton Growth Fund-Advisor Class

Templeton World Fund-Advisor Class

Foreign Stock

American Century International Growth Fund-Institutional Class
Credit Suisse International Focus Fund-Common Class
DWS International Fund-Institutional Class
Fidelity Aggressive International Fund
Fidelity Diversified International Fund
Fidelity Emerging Markets Fund
Fidelity Global Balanced Fund
Fidelity International Discovery Fund
Fidelity New Markets Income Fund
Fidelity Overseas Fund
J.P. Morgan Fleming International Value Fund-Institutional Class
Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Putnam International Equity Fund-Class Y
Templeton Developing Markets Trust-Advisor Class
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Foreign Bond Funds

Payden & Rygel Global Fixed Income Fund-Class R
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
BlackRock Pacific Fund-Class I
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund

Japan Stock
Fidelity Japan Fund
The Japan Fund, Inc.-Class S

INVESTMENT OPTIONS FOR THE
BP EMPLOYEE SAVINGS PLAN OF PUERTO RICO

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund

Hybrid

Balanced Index Fund – Aggressive (no longer available after 7/31/08)

Balanced Index Fund – Conservative (no longer available after 7/31/08)

Balanced Index Fund – Moderate (no longer available after 7/31/08)

Target Date Retirement Fund

Target Date 2010

Target Date 2015

Target Date 2020

Target Date 2025

Target Date 2030

Target Date 2035

Target Date 2040

Target Date 2045

Target Date 2050

Large-Cap

Equity Index Fund

Mid-Cap

Mid-Cap Equity Index Fund

Small-Cap

Small-Cap Equity Index Fund

International

International Equity Index Fund”

3. Effective as of January 1, 2008, by substituting the following for Exhibit C of the
Trust:

“EXHIBIT C

Trustee Fees effective January 1, 2008:

I. Trustee/ Custodian Charges:

.10 Basis Points on the month end Net Asset Value

II. Portfolio Administration, Custody/Accounting:

Core Equity Fund Portfolios:

\$7,500 per portfolio/ year

AE02 – Short Term Investment Fund	AE25 – Bond Index Long Duration
AE10 – Equity Index Fund	AE26 – Balanced Index Conservative*
AE11 – Bond Index Fund	AE27 – Balanced Index Aggressive*
AE12 – Balanced Index Moderate*	AE51 – Target Date Retirement Fund**
AE13 – Mid Cap Equity Index	AE52 – Target Date 2010 Fund**
AE14 – International Equity Index	AE53 – Target Date 2015 Fund**
AE16 – Small Cap Equity Index	AE54 – Target Date 2020 Fund**
AE18 – Equity Index Growth	AE55 – Target Date 2025 Fund**
AE19 – Equity Index Value	AE56 – Target Date 2030 Fund**
AE20 – Small Cap Equity Index Value	AE57 – Target Date 2035 Fund**
AE21 – Small Cap Equity Index Growth	AE58 – Target Date 2040 Fund**
AE22 – International Equity Index Europe	AE59 – Target Date 2045 Fund**
AE23 – International Equity Index Pacific	AE60 – Target Date 2050 Fund**
AE24 – Bond Index Short Duration	

Core Income Fund Portfolio:

\$7,500 per portfolio/ year

AE28 – Income Fund

Company Stock Fund:

\$7,500 per portfolio/ year

AE01 – BP Stock Fund

Participant Directed Window Portfolios:

\$5,000 per portfolio/ year

AE33 – BP Employee Savings Plan	AE35 – BP Direct Savings Plan
AE34 – BP Partnership Plan	AE43 – BP CAP

Portfolio Administration, Custody/Accounting (continued):

Stable Value Fund Portfolios:

\$5,000 per portfolio/ year

AE30 – Loomis

Loan Fund:

\$5,000 per portfolio/ year

AE17 – Loan Fund

Cash Funds:

\$5,000 per portfolio/ year

AE36 – Fidelity Clearing

AE46 – Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Performance and Analytics:

Core Equity Fund Portfolios:

\$650 per portfolio/ year

AE02 – Short Term Investment Fund

AE25 – Bond Index Long Duration

AE10 – Equity Index Fund

AE26 – Balanced Index Conservative*

AE11 – Bond Index Fund

AE27 – Balanced Index Aggressive*

AE12 – Balanced Index Moderate*

AE51 – Target Date Retirement Fund**

AE13 – Mid Cap Equity Index

AE52 – Target Date 2010 Fund**

AE14 – International Equity Index

AE53 – Target Date 2015 Fund**

AE16 – Small Cap Equity Index

AE54 – Target Date 2020 Fund**

AE18 – Equity Index Growth

AE55 – Target Date 2025 Fund**

AE19 – Equity Index Value

AE56 – Target Date 2030 Fund**

AE20 – Small Cap Equity Index Value

AE57 – Target Date 2035 Fund**

AE21 – Small Cap Equity Index Growth

AE58 – Target Date 2040 Fund**

AE22 – International Equity Index Europe

AE59 – Target Date 2045 Fund**

AE23 – International Equity Index Pacific

AE60 – Target Date 2050 Fund**

AE24 – Bond Index Short Duration

V. Other Fees:

Short Term Investment Fund:

An administrative/ management fee of 9 basis points for that portion of the Short Term Investment Fund (AE02) invested in the STIF will be netted out of the yield. For all other accounts that invest in STIF, an administrative/ management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by State Street to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective January 1, 2008 and will remain in effect for 5 years unless mutually agreed to extend or change the agreement. Significant changes to the portfolio structure or the administrative functions will result in a revision to the fee agreement (Examples of significant changes include: adding separately managed funds).

* Balanced Index Funds not available as of the close of business July 31, 2008.

** Target Retirement Funds commence on February 1, 2008.”

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 30th day of January, 2008.

BP CORPORATION NORTH AMERICA INC.

By: Richard J. Dorazil

Name: Richard J. Dorazil

Title: Vice President - HR Total Rewards, Western Hemisphere

STATE STREET BANK AND TRUST COMPANY

By: Rosemary McDonald

Name: Rosemary McDonald

Title: Vice President

**FIFTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on January 30, 2008, and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, effective as of January 1, 2008, by substituting the following for Exhibit C of the Trust:

"EXHIBIT C

Trustee Fees effective January 1, 2008:

I. Trustee/ Custodian Charges:

.10 Basis Points on the month end Net Asset Value

II. Portfolio Administration, Custody/Accounting:

Core Equity Fund Portfolios:

\$7,500 per portfolio/ year

AE02 – Short Term Investment Fund
 AE10 – Equity Index Fund
 AE11 – Bond Index Fund
 AE12 – Balanced Index Moderate*
 AE13 – Mid Cap Equity Index
 AE14 – International Equity Index
 AE16 – Small Cap Equity Index
 AE18 – Equity Index Growth
 AE19 – Equity Index Value
 AE20 – Small Cap Equity Index Value
 AE21 – Small Cap Equity Index Growth
 AE22 – International Equity Index Europe
 AE23 – International Equity Index Pacific
 AE24 – Bond Index Short Duration

AE25 – Bond Index Long Duration
 AE26 – Balanced Index Conservative*
 AE27 – Balanced Index Aggressive*
 AE51 – Target Date Retirement Fund**
 AE52 – Target Date 2010 Fund**
 AE53 – Target Date 2015 Fund**
 AE54 – Target Date 2020 Fund**
 AE55 – Target Date 2025 Fund**
 AE56 – Target Date 2030 Fund**
 AE57 – Target Date 2035 Fund**
 AE58 – Target Date 2040 Fund**
 AE59 – Target Date 2045 Fund**
 AE60 – Target Date 2050 Fund**

Core Income Fund Portfolio:

\$7,500 per portfolio/ year

AE28 – Income Fund

Company Stock Fund:

\$7,500 per portfolio/ year

AE01 – BP Stock Fund

Participant Directed Window Portfolios:

\$5,000 per portfolio/ year

AE33 – BP Employee Savings Plan
 AE34 – BP Partnership Plan

AE35 – BP Direct Savings Plan
 AE43 – BP CAP

Portfolio Administration, Custody/Accounting (continued):Stable Value Fund Portfolios:

\$5,000 per portfolio/ year

AE30 – Loomis

Loan Fund:

\$5,000 per portfolio/ year

AE17 – Loan Fund

Cash Funds:

\$5,000 per portfolio/ year

AE36 – Fidelity Clearing
 AE46 – Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Performance and Analytics:**Core Equity Fund Portfolios:**

\$650 per portfolio/ year

AE01 – BP Stock Fund	AE25 – Bond Index Long Duration
AE02 – Short Term Investment Fund	AE26 – Balanced Index Conservative*
AE10 – Equity Index Fund	AE27 – Balanced Index Aggressive*
AE11 – Bond Index Fund	AE28 – Income Fund
AE12 – Balanced Index Moderate*	AE51 – Target Date Retirement Fund**
AE13 – Mid Cap Equity Index	AE52 – Target Date 2010 Fund**
AE14 – International Equity Index	AE53 – Target Date 2015 Fund**
AE16 – Small Cap Equity Index	AE54 – Target Date 2020 Fund**
AE18 – Equity Index Growth	AE55 – Target Date 2025 Fund**
AE19 – Equity Index Value	AE56 – Target Date 2030 Fund**
AE20 – Small Cap Equity Index Value	AE57 – Target Date 2035 Fund**
AE21 – Small Cap Equity Index Growth	AE58 – Target Date 2040 Fund**
AE22 – International Equity Index Europe	AE59 – Target Date 2045 Fund**
AE23 – International Equity Index Pacific	AE60 – Target Date 2050 Fund**
AE24 – Bond Index Short Duration	

V. Other Fees:**Short Term Investment Fund:**

An administrative/ management fee of 9 basis points for that portion of the Short Term Investment Fund (AE02) invested in the STIF will be netted out of the yield. For all other accounts that invest in STIF, an administrative/ management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by State Street to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective January 1, 2008 and will remain in effect for 5 years unless mutually agreed to extend or change the agreement. Significant changes to the portfolio structure or the administrative functions will result in a revision to the fee agreement (Examples of significant changes include: adding separately managed funds).

- * Balanced Index Funds not available as of the close of business July 31, 2008.
- ** Target Retirement Funds commence on February 1, 2008."

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 12th day of September, 2008.

BP CORPORATION NORTH AMERICA INC.

By: Richard J. Dorazil

Name: Richard J. Dorazil

Title: Vice President - HR Total Rewards, Western Hemisphere

STATE STREET BANK AND TRUST COMPANY

By: Rosemary McDonald

Name: Rosemary McDonald

Title: Vice President

**SIXTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on September 16, 2008, and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, effective as of December 2, 2008, in the following particulars:

1. By substituting the following for Exhibit B of the Trust:

**"EXHIBIT B
Investment Funds
CORE INVESTMENT OPTIONS**

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund (no longer available after 10/14/08)
Bond Index Fund - Long Duration
Bond Index Fund - Short Duration (no longer available after 10/14/08)
U.S. Fixed Income Fund
U.S. Fixed Income Fund - Short Duration

Hybrid

Balanced Index Fund -- Aggressive (no longer available after 7/31/08)
Balanced Index Fund -- Conservative (no longer available after 7/31/08)
Balanced Index Fund -- Moderate (no longer available after 7/31/08)
Target Date Retirement Fund
Target Date 2010
Target Date 2015
Target Date 2020
Target Date 2025
Target Date 2030
Target Date 2035
Target Date 2040
Target Date 2045
Target Date 2050

Large Cap

Equity Index Fund (no longer available after 10/14/08)
Equity Index Fund -- Growth
Equity Index Fund -- Value
S&P 500 Index Fund

Mid Cap

Mid-Cap Equity Index Fund

Small Cap

Russell 2000 Index Fund
Small-Cap Equity Index Fund (no longer available after 10/14/08)
Small-Cap Equity Index Fund -- Growth
Small-Cap Equity Index Fund -- Value

International

International Equity Index Fund
International Equity Index Fund -- Europe
International Equity Index Fund -- Pacific

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

Short-Term

Fidelity Institutional Money Market Fund
Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund
Harbor Short Duration Fund
PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class
Dodge & Cox Income Fund
Dreyfus Premier Core Bond Fund-Class A
Fidelity Government Income Fund
Fidelity Investment Grade Bond Fund
Harbor Bond Fund
Janus Flexible Bond Fund
Morgan Stanley Institutional Fund Trust Core Plus
Fixed Income Portfolio- Institutional Class
PIMCO Total Return Fund-Institutional Class
PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
Morgan Stanley Institutional Fund Trust
High Yield Portfolio-Institutional Class
PIMCO High Yield Fund-Institutional Class

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund-Class A (closed to new investments 4/30/03)
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Dreyfus Founders Balanced Fund-Class F
Dreyfus Premier Balanced Fund-Class R1
Fidelity Balanced Fund
Fidelity Convertible Securities Fund
Fidelity Puritan[®] Fund
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust
Balanced Portfolio-Institutional Class
Vanguard Asset Allocation Fund
Vanguard Wellesley Income Fund-Admiral Class
Vanguard Wellington Fund-Admiral Class

Hybrid Asset Allocation Funds

Fidelity Freedom Income Fund[®] (no longer available after 7/31/08)
Fidelity Freedom 2000 Fund[®] (no longer available after 7/31/08)
Fidelity Freedom 2010 Fund[®] (no longer available after 7/31/08)
Fidelity Freedom 2020 Fund[®] (no longer available after 7/31/08)
Fidelity Freedom 2030 Fund[®] (no longer available after 7/31/08)

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds[®] American Mutual Fund[®]-Class R5
American Funds[®] Investment Company of America-Class R5
American Funds[®] Washington Mutual Investors Fund-Class R5
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Premier Strategic Value Fund-Class A
Fidelity Equity-Income Fund
Fidelity Equity-Income II Fund
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class
American Century Equity Growth Fund-Institutional Class

American Funds® Fundamental Investors Fund-Class R5
Clipper Fund
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund-Class R
Fidelity Disciplined Equity Fund
Fidelity Dividend Growth Fund
Fidelity Focused Stock Fund
Fidelity Fund
Legg Mason Value Trust, Inc.-Institutional Class
Neuberger Berman Socially Responsive Fund-Investor Class
PIMCO StocksPLUS Fund-Institutional Class
Putnam Investors Fund-Class Y
T. Rowe Price Dividend Growth Fund
Vanguard Growth and Income Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class
Alger Capital Appreciation Institutional Fund-Institutional Shares
BlackRock Fundamental Growth Fund, Inc.
Credit Suisse Large Cap Growth Fund-Common Class
Dreyfus Premier Third Century Fund, Inc.-Class Z
DWS Large Company Growth Fund-Institutional Class
Fidelity Blue Chip Growth Fund
Fidelity Capital Appreciation Fund
Fidelity Export and Multinational Fund
Fidelity Fifty®
Fidelity Growth Company Fund
Fidelity Independence Fund
Fidelity Large Cap Stock Fund
Fidelity Trend Fund
Fidelity OTC Portfolio
Harbor Capital Appreciation Fund
Janus Fund
Janus Growth and Income Fund
Janus Twenty Fund
Morgan Stanley Institutional Fund
 U.S. Large Cap Growth Portfolio-Class A
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard PRIMECAP Fund-Admiral Class
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class

Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund

Franklin Balance Sheet Investment Fund-Advisor Class

Medium Cap Blend

Ariel Appreciation Fund

Credit Suisse Mid-Cap Growth Fund-Common Shares

Legg Mason Special Investment Trust- Institutional Class

Wells Fargo Advantage Opportunity Fund-Administrator Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class

Alger MidCap Growth Institutional Fund-Institutional Class

Baron Asset Fund

Columbia Acorn Fund-Class Z

Delaware Trend Fund-Institutional Class

Fidelity Aggressive Growth Fund

Fidelity Mid-Cap Stock Fund

Franklin Small-Mid Cap Growth Fund-Advisor Class

Morgan Stanley Institutional Fund Trust

Mid Cap Growth Portfolio-Institutional Class

T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class

Credit Suisse Small Cap Value Fund-Common Shares

Morgan Stanley Institutional Fund Trust

U.S. Small Cap Value Portfolio-Institutional Class

Small Cap Blend

Managers Special Equity Fund-Institutional Class

Neuberger Berman Genesis Fund-Institutional Class

T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Institutional Fund-Institutional Class

Allianz CCM Emerging Companies Fund-Institutional Class

Baron Growth Fund

Dreyfus Founders Discovery Fund-Class F

Fidelity Small Cap Independence Fund

Morgan Stanley Institutional Fund

Small Company Growth Portfolio-Class A

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares

Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y

Old Mutual Technology & Communications Fund-Class Z

Specialty-Utilities

AIM Utilities Fund-Institutional Class

Fidelity Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class A

American Funds® Capital World Growth and Income Fund® -Class R5

American Funds® New Perspective Fund® -Class R5

Dreyfus Premier Worldwide Growth Fund-Class R

Janus Worldwide Fund

Mutual Discovery Fund-Class Z

Putnam Global Equity Fund-Class Y

Templeton Growth Fund-Advisor Class

Templeton World Fund-Advisor Class

Foreign Stock

American Century International Growth Fund-Institutional Class

Credit Suisse International Focus Fund-Common Class

DWS International Fund-Institutional Class

Fidelity Aggressive International Fund

Fidelity Diversified International Fund

Fidelity Emerging Markets Fund

Fidelity Global Balanced Fund

Fidelity International Discovery Fund

Fidelity New Markets Income Fund

Fidelity Overseas Fund

J.P. Morgan Fleming International Value Fund-Institutional Class

Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Putnam International Equity Fund-Class Y
Templeton Developing Markets Trust-Advisor Class
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds-Emerging Markets Series-Institutional Class

Foreign Bond Funds

Payden & Rygel Global Fixed Income Fund-Class R
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund
T. Rowe Price Latin America Fund

Pacific Stock

AIM Asian Pacific Growth Fund-Class A
BlackRock Pacific Fund-Class I
Fidelity Pacific Basin Fund
Fidelity Southeast Asia Fund

Japan Stock

Fidelity Japan Fund
The Japan Fund, Inc.-Class S

**INVESTMENT OPTIONS FOR THE
BP EMPLOYEE SAVINGS PLAN OF PUERTO RICO**

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund (no longer available after 10/14/08)
U.S. Fixed Income Fund
U.S. Fixed Income Fund - Short Duration

Hybrid

Balanced Index Fund – Aggressive (no longer available after 7/31/08)
Balanced Index Fund – Conservative (no longer available after 7/31/08)
Balanced Index Fund – Moderate (no longer available after 7/31/08)
Target Date Retirement Fund
Target Date 2010
Target Date 2015
Target Date 2020
Target Date 2025
Target Date 2030
Target Date 2035
Target Date 2040
Target Date 2045
Target Date 2050

Large-Cap

Equity Index Fund (no longer available after 10/14/08)
S&P 500 Index Fund

Mid-Cap

Mid-Cap Equity Index Fund

Small-Cap

Russell 2000 Index Fund
Small-Cap Equity Index Fund (no longer available after 10/14/08)

International

International Equity Index Fund”

2. By substituting the following for Exhibit C of the Trust:

“EXHIBIT C

Trustee Fees

I. Trustee/ Custodian Charges:

.10 Basis Points on the month end Net Asset Value

II. Portfolio Administration, Custody/Accounting:

Core Equity Fund Portfolios:

\$7,500 per portfolio/ year

AE02 – Short Term Investment Fund

AE25 – Bond Index Long Duration

AE10 – Equity Index Fund***	AE26 – Balanced Index Conservative*
AE11 – Bond Index Fund***	AE27 – Balanced Index Aggressive*
AE12 – Balanced Index Moderate*	AE51 – Target Date Retirement Fund**
AE13 – Mid Cap Equity Index	AE52 – Target Date 2010 Fund**
AE14 – International Equity Index	AE53 – Target Date 2015 Fund**
AE16 – Small Cap Equity Index***	AE54 – Target Date 2020 Fund**
AE18 – Equity Index Growth	AE55 – Target Date 2025 Fund**
AE19 – Equity Index Value	AE56 – Target Date 2030 Fund**
AE20 – Small Cap Equity Index Value	AE57 – Target Date 2035 Fund**
AE21 – Small Cap Equity Index Growth	AE58 – Target Date 2040 Fund**
AE22 – International Equity Index Europe	AE59 – Target Date 2045 Fund**
AE23 – International Equity Index Pacific	AE60 – Target Date 2050 Fund**
AE24 – Bond Index Short Duration***	AE61 – S&P 500 Index Fund****
AE62 – Russell 2000 Index Fund****	AE63 – U.S. Fixed Income Fund****
AE64 – U.S. Fixed Income Fund - Short Duration****	

Core Income Fund Portfolio: \$7,500 per portfolio/ year

AE28 – Income Fund

Company Stock Fund: \$7,500 per portfolio/ year

AE01 – BP Stock Fund

Participant Directed Window Portfolios: \$5,000 per portfolio/ year

AE33 – BP Employee Savings Plan

AE35 – BP Direct Savings Plan

AE34 – BP Partnership Plan

AE43 – BP CAP

Portfolio Administration, Custody/Accounting (continued):

Stable Value Fund Portfolios: \$5,000 per portfolio/ year

AE30 – Loomis

Loan Fund: \$5,000 per portfolio/ year

AE17 – Loan Fund

Cash Funds: \$5,000 per portfolio/ year

AE36 – Fidelity Clearing

AE46 – Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Performance and Analytics:

Core Equity Fund Portfolios:

\$650 per portfolio/ year

AE01 – BP Stock Fund	AE25 – Bond Index Long Duration
AE02 – Short Term Investment Fund	AE26 – Balanced Index Conservative*
AE10 – Equity Index Fund***	AE27 – Balanced Index Aggressive*
AE11 – Bond Index Fund***	AE28 – Income Fund
AE12 – Balanced Index Moderate*	AE51 – Target Date Retirement Fund**
AE13 – Mid Cap Equity Index	AE52 – Target Date 2010 Fund**
AE14 – International Equity Index	AE53 – Target Date 2015 Fund**
AE16 – Small Cap Equity Index***	AE54 – Target Date 2020 Fund**
AE18 – Equity Index Growth	AE55 – Target Date 2025 Fund**
AE19 – Equity Index Value	AE56 – Target Date 2030 Fund**
AE20 – Small Cap Equity Index Value	AE57 – Target Date 2035 Fund**
AE21 – Small Cap Equity Index Growth	AE58 – Target Date 2040 Fund**
AE22 – International Equity Index Europe	AE59 – Target Date 2045 Fund**
AE23 – International Equity Index Pacific	AE60 – Target Date 2050 Fund**
AE24 – Bond Index Short Duration***	AE61 – S&P 500 Index Fund****
AE62 – Russell 2000 Index Fund****	AE63 – U.S. Fixed Income Fund****
AE64 – U.S. Fixed Income Fund - Short Duration****	

V. Other Fees:

Short Term Investment Fund:

An administrative/ management fee of 9 basis points for that portion of the Short Term Investment Fund (AE02) invested in the STIF will be netted out of the yield. For all other accounts that invest in STIF, an administrative/ management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by State Street to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective January 1, 2008 and will remain in effect for 5 years unless mutually agreed to extend or change the agreement. Significant changes to the

portfolio structure or the administrative functions will result in a revision to the fee agreement (Examples of significant changes include: adding separately managed funds).

- * Balanced Index Funds not available as of the close of business July 31, 2008.
- ** Target Retirement Funds commence on February 1, 2008.
- *** Funds not available as of the close of business on October 14, 2008.
- **** Funds commence on December 2, 2008."

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 1st day of December, 2008.

BP CORPORATION NORTH AMERICA INC.

By: Richard J. Dorazil

Name: Richard J. Dorazil

Title: Vice President - HR Total Rewards, Western Hemisphere

STATE STREET BANK AND TRUST COMPANY *AS TRUSTEE*

By: Jeanne Lopez

Name: Jeanne Lopez

Title: Vice President

**SEVENTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on December 2, 2008, and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, effective as of September 1, 2009, in the following particulars:

1. By substituting the following for Exhibit B of the Trust:

"EXHIBIT B

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund (frozen on 10/14/08)
Bond Index Fund - Long Duration (to be frozen on 12/31/09 and eliminated 8/31/10)
Bond Index Fund - Short Duration (frozen on 10/14/08)
U.S. Fixed Income Fund
U.S. Fixed Income Fund – Short Duration
U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund (available 9/1/09)

Hybrid

Target Date Retirement Fund
Target Date 2010 (eliminated on 7/6/09)
Target Date 2015
Target Date 2020
Target Date 2025
Target Date 2030
Target Date 2035
Target Date 2040
Target Date 2045
Target Date 2050

Large Cap

Equity Index Fund (frozen on 10/14/08)
Equity Index Fund – Growth
Equity Index Fund – Value
S&P 500 Index Fund

Mid Cap

Mid-Cap Equity Index Fund (to be frozen on 12/31/09 and eliminated 8/31/10)

Small Cap

Russell 2000 Index Fund
Small-Cap Equity Index Fund (frozen on 10/14/08)
Small-Cap Equity Index Fund – Growth (to be frozen on 12/31/09 and eliminated 8/31/10)
Small-Cap Equity Index Fund – Value (to be frozen on 12/31/09 and eliminated 8/31/10)

International

International Equity Index Fund
International Equity Index Fund – Europe (to be frozen on 12/31/09 and eliminated 8/31/10)
International Equity Index Fund – Pacific (to be frozen on 12/31/09 and eliminated 8/31/10)
Emerging Markets Index Fund (available 9/1/09)
World Government Bond Index Fund – ex U.S. (available 9/1/09)

Company Stock

BP Stock Fund

Stable Value

Income Fund

MUTUAL FUND WINDOW INVESTMENT OPTIONS

The mutual fund window is closed to new investments, ongoing contributions and exchanges, effective December 31, 2009. The mutual fund window will be eliminated as investment options effective August 31, 2010.

Short-Term

Fidelity Institutional Money Market Fund

Fidelity U.S. Treasury Money Market Fund

Bond Funds

Short-Term Bond

Fidelity Institutional Short-Intermediate Government Fund

Harbor Short Duration Fund-Institutional Class

PIMCO Low Duration Fund-Institutional Class

Intermediate-Term Bond

AIM Income Fund-Institutional Class

Dodge & Cox Income Fund

Fidelity Government Income Fund

Fidelity Investment Grade Bond Fund

Harbor Bond Fund

Janus Flexible Bond Fund

Morgan Stanley Institutional Fund Trust Core Plus

Fixed Income Portfolio-Class I

PIMCO Total Return Fund-Institutional Class

PIMCO Total Return Fund III-Institutional Class
T. Rowe Price Spectrum Income Fund
T. Rowe Price U.S. Treasury Intermediate Bond Fund
USAA GNMA Trust
USAA Income Fund
Wells Fargo Advantage Government Securities Fund-
Institutional Class

Long-Term Government

PIMCO Long-Term U.S. Government Fund-Institutional Class

High Yield Bond

AIM High Yield Fund-Institutional Class
Fidelity Capital & Income Fund
Fidelity High Income Fund
PIMCO High Yield Fund-Institutional Class I

Hybrid Funds

Domestic Hybrid

Calamos Convertible Fund
Calvert Social Investment Fund Balanced Portfolio-Class A
Columbia Balanced Fund-Class Z
Fidelity Balanced Fund-Class K
Fidelity Convertible Securities Fund
Fidelity Puritan[®] Fund-Class K
Janus Balanced Fund
Morgan Stanley Institutional Fund Trust
Balanced Portfolio- Class I
Vanguard Asset Allocation Fund-Investor Shares
Vanguard Wellesley Income Fund-Admiral Class

Vanguard Wellington Fund-Admiral Class

Large Cap U.S. Stock Funds

Large Cap Value

American Century Equity Income Fund-Institutional Class
American Century Income & Growth Fund-Institutional Class
American Century Value Fund-Institutional Class
American Funds® American Mutual Fund®-Class R6
American Funds® Investment Company of America-Class R6
American Funds® Washington Mutual Investors Fund-Class R6
Credit Suisse Large Cap Value Fund-Class A
Dreyfus Strategic Value Fund-Class I
Fidelity Equity-Income Fund-Class K
Fidelity Equity-Income II Fund-Class K
T. Rowe Price Equity Income Fund
T. Rowe Price Value Fund
Vanguard Equity Income Fund-Admiral Class
Vanguard Windsor Fund-Admiral Class
Vanguard Windsor II Fund-Admiral Class

Large Cap Blend

AIM Large Cap Basic Value Fund-Institutional Class
American Century Equity Growth Fund-Institutional Class
American Funds® Fundamental Investors Fund-Class R6
Clipper Fund
Domini Social Equity Fund-Class R
Dreyfus Appreciation Fund
Dreyfus Disciplined Stock Fund
Fidelity Disciplined Equity Fund-Class K
Fidelity Dividend Growth Fund-Class K

Fidelity Focused Stock Fund

Fidelity Fund-Class K

Legg Mason Value Trust, Inc.-Institutional Class

Neuberger Berman Socially Responsive Fund-Investor Class

PIMCO StocksPLUS Fund-Institutional Class

Putnam Investors Fund-Class Y

T. Rowe Price Dividend Growth Fund

Vanguard Growth and Income Fund-Admiral Class

Large Cap Growth

AIM Large Cap Growth Fund-Institutional Class

Alger Capital Appreciation Institutional Fund-Institutional Shares

BlackRock Fundamental Growth Fund, Inc.

Credit Suisse Large Cap Growth Fund-Common Class

Dreyfus Equity Growth Fund-Class I

Dreyfus Third Century Fund, Inc.-Class I

DWS Large Company Growth Fund-Institutional Class

Fidelity Blue Chip Growth Fund-Class K

Fidelity Capital Appreciation Fund-Class K

Fidelity Export and Multinational Fund

Fidelity Fifty®

Fidelity Growth Company Fund-Class K

Fidelity Independence Fund-Class K

Fidelity Large Cap Stock Fund

Fidelity Trend Fund

Fidelity OTC Portfolio-Class K

Harbor Capital Appreciation Fund

Janus Fund

Janus Growth and Income Fund

Janus Twenty Fund

Morgan Stanley Institutional Fund
Capital Growth Fund-Class I
Pioneer Growth Leader Fund-Class A
T. Rowe Price Blue Chip Growth Fund
T. Rowe Price Growth Stock Fund
USAA Growth Fund
Vanguard PRIMECAP Fund-Admiral Class
Vanguard U.S. Growth Fund-Admiral Class
Wells Fargo Advantage Growth Fund-Institutional Class
Wells Fargo Advantage Large Cap Growth Fund-Investor Class

Medium Cap U.S. Stock Funds

Medium Cap Value

Fidelity Value Fund-Class K
Franklin Balance Sheet Investment Fund- Advisor Class

Medium Cap Blend

Ariel Appreciation Fund
Credit Suisse Mid-Cap Core Fund-Common Shares
Legg Mason Special Investment Trust-Institutional Class
Wells Fargo Advantage Opportunity Fund-Admin Class

Medium Cap Growth

AIM Dynamics Fund-Institutional Class
Alger MidCap Growth Institutional Fund-Institutional Class
Baron Asset Fund
Columbia Acorn Fund-Class Z
Delaware Trend Fund-Institutional Class
Fidelity Growth Strategies Fund-Class K
Fidelity Mid-Cap Stock Fund-Class K

Franklin Small-Mid Cap Growth Fund-Advisor Class
Morgan Stanley Institutional Fund Trust
Mid Cap Growth Portfolio- Class I
T. Rowe Price Mid Cap Growth Fund

Small Cap U.S. Stock Funds

Small Cap Value

Allianz NFJ Small Cap Value Fund-Institutional Class
Morgan Stanley Institutional Fund Trust
U.S. Small Cap Value Portfolio-Class I

Small Cap Blend

Credit Suisse US Equity Flexible Income
Managers Special Equity Fund-Institutional Class
Neuberger Berman Genesis Fund-Institutional Class
T. Rowe Price Small-Cap Stock Fund

Small Cap Growth

Alger Small Cap Growth Institutional Fund-Institutional Class
Allianz CCM Emerging Companies Fund-Institutional Class
Baron Growth Fund
Dreyfus Founders Discovery Fund-Class I
Fidelity Small Cap Independence Fund
Morgan Stanley Institutional Fund
Small Company Growth Portfolio-Class I

Specialty U.S. Stock Funds

Specialty-Health Care

T. Rowe Price Health Sciences Fund

Specialty-Natural Resources

T. Rowe Price New Era Fund

Specialty-Real Estate

Cohen & Steers Realty Shares

Fidelity Real Estate Investment Portfolio

Specialty-Technology

Munder Internet Fund-Class Y

Old Mutual Technology & Communications Fund-Institutional Class

Specialty-Utilities

AIM Utilities Fund-Institutional Class

Fidelity Telecom and Utilities Fund

International Stock Funds

World Stock

AIM Global Growth Fund-Class I

American Funds® Capital World Growth and Income Fund® -Class R6

American Funds® New Perspective Fund® -Class R6

Dreyfus Worldwide Growth Fund-Class I

Janus Worldwide Fund

Mutual Global Discovery Fund-Class Z

Putnam Global Equity Fund-Class Y

Templeton Growth Fund-Advisor Class

Templeton World Fund-Advisor Class

Foreign Stock and Bond Funds

American Century International Growth Fund-Institutional Class

DWS International Equity Fund-Institutional Class
Fidelity International Capital Appreciation Fund
Fidelity Diversified International Fund-Class K
Fidelity Emerging Markets Fund-Class K
Fidelity Global Balanced Fund
Fidelity International Discovery Fund-Class K
Fidelity New Markets Income Fund
Fidelity Overseas Fund-Class K
J.P. Morgan Fleming International Value Fund-Institutional Class
Lazard Emerging Markets Portfolio-Institutional Class
Lazard International Equity Portfolio-Institutional Class
Managers International Equity Fund
Payden & Rygel Global Fixed Income Fund
PIMCO Foreign Bond Fund (U.S. Dollar-Hedged)-Institutional Class
Putnam International Equity Fund-Class Y
Templeton Foreign Fund-Advisor Class
Templeton Institutional Funds, Inc.-Emerging Markets Series-Institutional Class

Europe Stock

AIM European Growth Fund-Investor Class
BlackRock EuroFund-Class I
Fidelity Europe Capital Appreciation Fund
Fidelity Europe Fund
Putnam Europe Equity Fund-Class Y
T. Rowe Price European Stock Fund

Latin America Stock

DWS Latin America Fund-Class S
Fidelity Latin America Fund

T. Rowe Price Latin America Fund

Pacific Stock

AIM Asia Pacific Growth Fund-Class A

Fidelity Pacific Basin Fund

Fidelity Southeast Asia Fund

BlackRock Pacific Fund-Class I

Japan Stock

Fidelity Japan Fund

The Japan Fund, Inc.- Class S

**INVESTMENT OPTIONS FOR THE
BP EMPLOYEE SAVINGS PLAN OF PUERTO RICO**

Short-Term

Short-Term Investment Fund

Bond

Bond Index Fund (frozen on 10/14/08)

U.S. Fixed Income Fund

U.S. Fixed Income Fund – Short Duration

U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund (available
9/1/09)

Hybrid

Target Date 2010 (eliminated 7/6/09)

Target Date 2015

Target Date 2020

Target Date 2025

Target Date 2030

Target Date 2035

Target Date 2040

Target Date 2045

Target Date 2050

Target Date Retirement Fund

Large-Cap

Equity Index Fund (frozen on 10/14/08)

S&P 500 Index Fund

Equity Index Fund – Value (available 9/1/09)
Equity Index Fund – Growth (available 9/1/09)

Mid-Cap

Mid-Cap Equity Index Fund (to be frozen on 12/31/09 and eliminated 8/31/2010)

Small-Cap

Russell 2000 Index Fund
Small-Cap Equity Index Fund (frozen on 10/14/08)

International

International Equity Index Fund
Emerging Markets Index Fund (available 9/1/09)
World Government Bond Index Fund – ex U.S. (available 9/1/09)”

2. By substituting the following for Exhibit C of the Trust:

“EXHIBIT C

Trustee Fees

I. Trustee/Custodian Charges:

.10 Basis Points on the month end Net Asset Value

II. Portfolio Administration, Custody/Accounting:

<u>Core Equity Fund Portfolios:</u>	\$7,500 per portfolio/year
AE02 – Short Term Investment Fund	AE25 – Bond Index Long Duration****
AE10 – Equity Index Fund*	AE11 – Bond Index Fund*
AE51 – Target Date Retirement Fund	
AE13 – Mid Cap Equity Index****	AE52 – Target Date 2010 Fund**
AE14 – International Equity Index	AE53 – Target Date 2015 Fund
AE16 – Small Cap Equity Index*	AE54 – Target Date 2020 Fund
AE18 – Equity Index Growth	AE55 – Target Date 2030 Fund
AE20 – Small Cap Equity Index Value****	AE57 – Target Date 2035 Fund
AE21 – Small Cap Equity Index Growth****	AE58 – Target Date 2040 Fund
AE22 – International Equity Index Europe****	AE59 – Target Date 2045 Fund
AE23 – International Equity Index Pacific****	AE60- Target Date 2050 Fund

AE24 – Bond Index Short Duration*	AE61 – S&P 500 Index Fund
AE62 – Russell 2000 Index Fund	AE63 – U.S. Fixed Income Fund
AE64- U.S. Fixed Income Fund – Short Duration	
AE65 – U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund***	
AE66 – World Government Bond Index Fund – ex U.S.***	
AE67 – Emerging Markets Index Fund***	

<u>Core Income Fund Portfolio:</u>	\$7,500 per portfolio/ year
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AE28 – Income Fund

<u>Company Stock Fund:</u>	\$7,500 per portfolio/ year
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AE01 – BP Stock Fund

<u>Participant Directed Window Portfolios:</u>	\$5,000 per portfolio/ year
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AE33 – BP Employee Savings Plan

AE35 – BP Direct Savings Plan

AE34 – BP Partnership Plan

AE43 – BP CAP

Portfolio Administration, Custody/Accounting (continued):

<u>Stable Value Fund Portfolios:</u>	\$5,000 per portfolio/ year
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AE30 – Loomis

<u>Loan Fund:</u>	\$5,000 per portfolio/ year
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AE17 – Loan Fund

<u>Cash Funds:</u>	\$5,000 per portfolio/ year
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AE36 – Fidelity Clearing

AE46 – Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Performance and Analytics:**Core Equity Fund Portfolios:**

\$650 per portfolio/ year

AE01 – BP Stock Fund	AE25 – Bond Index Long Duration****
AE02 – Short Term Investment Fund	AE10 – Equity Index Fund*
AE11 – Bond Index Fund*	AE28 – Income Fund
AE13 – Mid Cap Equity Index****	AE51 – Target Date Retirement Fund
AE14 – International Equity Index	AE52 – Target Date 2010 Fund**
AE16 – Small Cap Equity Index*	AE53 – Target Date 2015 Fund
AE18 – Equity Index Growth	AE54 – Target Date 2020 Fund
AE19 – Equity Index Value	AE55 – Target Date 2025 Fund
AE20 – Small Cap Equity Index Value****	AE56 – Target Date 2030 Fund
AE21 – Small Cap Equity Index Growth****	AE57 – Target Date 2035 Fund
AE22 – International Equity Index Europe****	AE58 – Target Date 2040 Fund
AE23 – International Equity Index Pacific****	AE59 – Target Date 2045 Fund
AE24 – Bond Index Short Duration*	AE60 – Target Date 2050 Fund
AE62 – Russell 2000 Index Fund	AE61 – S&P 500 Index Fund
AE64 – U.S. Fixed Income Fund – Short Duration	AE63 – U.S. Fixed Income Fund
AE65 – U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund***	
AE66 – World Government Bond Index Fund – ex U.S.***	
AE67 – Emerging Markets Index Fund***	

V. Other Fees:**Short Term Investment Fund:**

An administrative/management fee of 9 basis points for that portion of the Short Term Investment Fund (AE02) invested in the STIF will be netted out of the yield. For all other accounts that invest in STIF, an administrative/management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by State Street to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective January 1, 2008 and will remain in effect for 5 years unless mutually agreed to extend or change the agreement. Significant changes to the portfolio structure or the administrative functions will result in a revision to the fee agreement (Examples of significant changes include: adding separately managed funds).

- * Funds frozen to new contributions on October 14, 2008.
- ** Eliminated July 6, 2009.
- *** Funds commence on September 1, 2009.
- **** Fund frozen to new contribution and exchanges December 31, 2009 and eliminated August 31, 2010.”

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 27 day of August, 2009.

BP CORPORATION NORTH AMERICA INC.

By: Richard J. Dorazil

Name: Richard J. Dorazil

Title: Vice President - HR Total Reward, Western Hemisphere

STATE STREET BANK AND TRUST COMPANY
AS TRUSTEE

By: Carey Loftus

Name: Carey Loftus

Title: Vice President

**EIGHTEENTH AMENDMENT
OF
BP MASTER TRUST FOR EMPLOYEE SAVINGS PLANS
(As Amended and Restated Effective as of April 6, 2000)**

WHEREAS, BP Corporation North America Inc. (the "Company") maintains several tax-qualified savings plans, which plans are funded through the BP Master Trust for Employee Savings Plans (the "Trust");

WHEREAS, the Trust was last amended on September 1, 2009 and further amendment of the Trust is now considered desirable;

WHEREAS, pursuant to Section 17 of the Trust, the Trust can be amended upon the agreement of the Company and the Trustee;

WHEREAS, pursuant to Section 15 of the Trust, a Designated Officer of the Company, or his delegate, has the authority to amend the Trust on behalf of the Company; and

WHEREAS, in all other respects, the Trust, as amended, will continue in full force and effect.

NOW, THEREFORE, the Company and the Trustee hereby amend the Trust, effective as of September 1, 2010, in the following particulars:

1. By substituting the following for Exhibit B of the Trust:

"EXHIBIT B"

Investment Funds

CORE INVESTMENT OPTIONS

Short-Term

Short-Term Investment Fund

Bond

U.S. Fixed Income Fund
U.S. Fixed Income Fund – Short Duration
U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund

Hybrid

Target Date Retirement Fund
Target Date 2015
Target Date 2020
Target Date 2025
Target Date 2030
Target Date 2035
Target Date 2040
Target Date 2045
Target Date 2050
Target Date 2055 (to be added as soon as operationally feasible)

Large Cap

Equity Index Fund – Growth
Equity Index Fund – Value
S&P 500 Index Fund

Small Cap

Russell 2000 Index Fund

International

International Equity Index Fund
Emerging Markets Index Fund
World Government Bond Index Fund – ex U.S.

Company Stock

BP Stock Fund

Stable Value

Income Fund

**INVESTMENT OPTIONS FOR THE
BP EMPLOYEE SAVINGS PLAN OF PUERTO RICO**

Short-Term

Short-Term Investment Fund

Bond

U.S. Fixed Income Fund
U.S. Fixed Income Fund – Short Duration
U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund

Hybrid

Target Date 2015
Target Date 2020
Target Date 2025
Target Date 2030
Target Date 2035
Target Date 2040
Target Date 2045
Target Date 2050
Target Date 2055 (to be added as soon as operationally feasible)
Target Date Retirement Fund

Large-Cap

S&P 500 Index Fund
Equity Index Fund – Growth
Equity Index Fund – Value

Small-Cap

Russell 2000 Index Fund

International

International Equity Index Fund
Emerging Markets Index Fund
World Government Bond Index Fund – ex U.S.

2. By substituting the following for Exhibit C of the Trust:

“EXHIBIT C”

Trustee Fees

I. Trustee/Custodian Charges:

.10 Basis Points on the month end Net Asset Value

II. Portfolio Administration, Custody/Accounting:

Core Equity Fund Portfolios: \$7,500 per portfolio/year

AE02 – Short Term Investment Fund	AE63 – U.S. Fixed Income Fund
AE14 – International Equity Index	AE64– U.S. Fixed Income Fund – Short Duration
AE18 – Equity Index - Growth	AE65 – U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund
AE19 – Equity Index - Value	AE66 – World Government Bond Index Fund – ex U.S.
AE61 – S&P 500 Index Fund	AE67 – Emerging Markets Index Fund
AE62 – Russell 2000 Index Fund	AE51 – Target Date Retirement Fund
AE53 – Target Date 2015 Fund	AE54 – Target Date 2020 Fund
AE55 – Target Date 2025 Fund	AE56 – Target Date 2030 Fund
AE57 – Target Date 2035 Fund	AE58 – Target Date 2040 Fund
AE59 – Target Date 2045 Fund	AE60- Target Date 2050 Fund
TBD – Target Date 2055 Fund (to be added as soon as operational feasible)	

Core Income Fund Portfolio: \$7,500 per portfolio/ year

AE28 – Income Fund

Company Stock Fund: \$7,500 per portfolio/ year

AE01 – BP Stock Fund

Stable Value Fund Portfolios: \$5,000 per portfolio/ year

AE30 – Loomis

Loan Fund: \$5,000 per portfolio/ year

AE17 – Loan Fund

Cash Funds: \$5,000 per portfolio/ year

AE36 – Fidelity Clearing

AE46 – Operating

III. Portfolio Activity:

\$6.00 per Depository Trade (DTC, FED, PTC)

IV. Performance and Analytics:**Core Equity Fund Portfolios:**

\$650 per portfolio/ year

AE01 – BP Stock Fund	AE28 – Income Fund
AE02 – Short Term Investment Fund	AE63 – U.S. Fixed Income Fund
AE14 – International Equity Index	AE64- U.S. Fixed Income Fund – Short Duration
AE18 – Equity Index - Growth	AE65 – U.S. Treasury Inflation Protected Securities (TIPS) Bond Fund
AE19 – Equity Index - Value	AE66 – World Government Bond Index Fund – ex U.S.
AE61 – S&P 500 Index Fund	AE67 – Emerging Markets Index Fund
AE62 – Russell 2000 Index Fund	AE51 – Target Date Retirement Fund
AE53 – Target Date 2015 Fund	AE54 – Target Date 2020 Fund
AE55 – Target Date 2025 Fund	AE56 – Target Date 2030 Fund
AE57 – Target Date 2035 Fund	AE58 – Target Date 2040 Fund
AE59 – Target Date 2045 Fund	AE60- Target Date 2050 Fund
TBD – Target Date 2055 Fund (to be added as soon as operational feasible)	

V. Other Fees:**Short Term Investment Fund:**

An administrative/management fee of 9 basis points for that portion of the Short Term Investment Fund (AE02) invested in the STIF will be netted out of the yield. For all other accounts that invest in STIF, an administrative/management fee of 18 basis points will be netted out of the yield.

Plan Accounting:

\$250.00 per plan annually for each investment option.

Out of Pocket Expenses

Expenses such as courier, postage, transfer fees and other applicable miscellaneous charges paid by State Street to a third party are borne by the client.

Changes to Trust Structure

This fee agreement will be effective January 1, 2008 and will remain in effect for 5 years unless mutually agreed to extend or change the agreement. Significant changes to the portfolio structure or the administrative functions will result in a revision to the fee agreement (Examples of significant changes include: adding separately managed funds).

* * * * *

IN WITNESS WHEREOF, the Company and the Trustee have caused this amendment to be executed this 27th day of August, 2010.

BP CORPORATION NORTH AMERICA INC.

By: Richard J. Dorazil

Name: Richard J. Dorazil

Title: Vice President - HR Total Rewards, Western Hemisphere

STATE STREET BANK AND TRUST COMPANY
AS TRUSTEE

By: Carey Loftus

Name: Carey Loftus

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